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September 16, 2016

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Flat Wireless, LLC v. Cellco Partnership d/b/a Verizon Wireless, EB Docket No. 15-147, File No. EB15-MD-005

Dear Ms. Dortch:

I am enclosing for filing in the above captioned proceeding Verizon's Best and Final Offer to Flat Wireless, along with supplemental rate charts (submitted herein as Exhibits A and B), which have been redacted for public inspection, and the supporting Declaration of Michael J. Pocher.

Sincerely,



Steven G. Bradbury

SGB
Enclosures

STEVEN G. BRADBURY

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September 16, 2016

CONFIDENTIAL AND HIGHLY CONFIDENTIAL MATERIAL ENCLOSED

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

ATTN: Rosemary McEnery
Deputy Chief
Market Disputes Resolution Division
Enforcement Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Flat Wireless, LLC v. Celco Partnership d/b/a Verizon Wireless, EB Docket No. 15-147, File No. EB15-MD-005

Dear Ms. Dortch:

I am enclosing for filing in the above captioned proceeding the Best and Final Offer of Verizon to Flat Wireless, along with the accompanying rate charts (submitted herein as Exhibits A and B). Verizon hereby requests Confidential treatment of the Best and Final Offer and Highly Confidential treatment of the accompanying rate charts pursuant to the protective order adopted by the Enforcement Bureau,¹ and sections 0.457(d)(2), 0.457(g)(3), 0.459 and 1.731 of the Commission's Rules, 47 C.F.R. §§ 0.457(d)(2), 0.457(g)(3), 0.459 and 1.731. Accordingly, these materials may be used and disclosed solely in accordance with the limitations and procedures of 47 C.F.R. §§ 1.731(b)-(e).

The documents and information for which Verizon seeks highly confidential treatment fall squarely within the requirements of Section 0.459 of the Commission's rules, and disclosure of this information would result in competitive harm to Verizon. In support of this request,

¹ Protective Order, EB Docket No. 15-147, File No. EB-15-MD-005 (Aug. 31, 2015).

Verizon provides the following information pursuant to Sections 0.457(d)(2) and 0.459(b) of the Commission's Rules.

1. Extent of Nondisclosure Requested. Verizon is requesting confidential treatment under the Protective Order in this proceeding for the enclosed Best and Final Offer to Flat Wireless, which is marked "Confidential," and for the information therein designated with the markings "[BEGIN CONFIDENTIAL]" and "[END CONFIDENTIAL]." Furthermore, Verizon is requesting highly confidential treatment under the Protective Order in this proceeding for the accompanying rate charts (submitted herewith as Exhibits A and B), which are marked "Highly Confidential." Please note that all of the rate information provided in the columns contained in Exhibits A and B is Highly Confidential. The documents and information subject to this request generally relate to commercial negotiations and arrangements between Verizon and Flat Wireless, LLC, Inc. ("Flat" or "Complainant"), and to commercial arrangements between Verizon and other entities, that are subject to non-disclosure agreements or that Verizon does not otherwise disclose publicly.
2. Proceeding/Reason for Submission. Verizon is submitting the enclosed information pursuant to Sections 1.724 and 1.729 of the Rules, 47 C.F.R. §§ 1.724, 1.729, and in accordance with the Enforcement Bureau's July 15, 2015 letter to Verizon and Flat, the Enforcement Bureau's September 2, 2015 grant of the parties' Joint Motion to Revise Scheduling Order, the August 11, 2016 Conference of the parties and Enforcement Bureau, the September 6, 2016 Scheduling Order, and the parties' as part of Verizon's Best and Final Offer to Flat's formal complaint in the above-referenced proceeding.
3. Nature of Confidential Information. The information contains commercially sensitive information that may be withheld from public disclosure under FOIA Exemption 4. The Commission has long recognized that, for purposes of Exemption 4, "records are 'commercial' as long as the submitter has a commercial interest in them." *Robert J. Butler*, 6 FCC Rcd 5414, 5415 (1991), citing *Public Citizen Health Research Group v. F.D.A.*, 704 F.2d 1280, 1290 (D.C. Cir. 1983); *American Airlines v. National Mediation Board*, 588 F.2d 863, 868 (2d Cir. 1978). The information is

clearly “commercial”² in nature. It includes information relating to Verizon’s roaming pricing and agreements, wholesale relationships, Verizon’s business practices and methods, and commercially sensitive and highly confidential agreements with Defendant and other parties. Further, the documents are plainly “highly confidential” in that they “would customarily not be released to the public.”³ Courts have elaborated that material “is ‘confidential’ . . . if disclosure of the information is likely to have *either* of the following effects: (1) to impair the government’s ability to obtain necessary information in the future; *or* (2) to cause substantial harm to the competitive position of the person from whom the information was obtained.”⁴ Both of these considerations plainly apply in this instance, as further explained in point (5) below.

4. Competitiveness of Market. The commercial information provided derives from and relates to Verizon’s provision of mobile wireless services and thus concerns a service “that is subject to competition,” 47 C.F.R. § 0.459(b)(4). *See, e.g., Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, 28 FCC Rcd 3700 (2013).
5. Harm from Disclosure. The commercial information in the enclosed response is highly confidential because its release would likely cause competitive harm to Verizon. The information is clearly commercial in nature. Further, the documents are plainly “confidential” and/or “highly confidential” in that they “would customarily not be released to the public.”⁵ Further, evidence revealing “[a]ctual competition and the

² *See Board of Trade v. Commodity Futures Trading Comm’n*, 627 F.2d 392, 403 & n.78 (D.C. Cir. 1980) (courts have given the terms “commercial” and “financial,” as used in Section 552(b)(4), their ordinary meanings).

³ *Critical Mass Energy Project v. NRC*, 975 F.2d 871, 873 (D.C. Cir. 1992), *cert. denied*, 113 S. Ct. 1579 (1993).

⁴ *National Parks and Conservation Ass’n v. Morton*, 498 F.2d 764, 770 (D.C. Cir. 1974) (footnote omitted) (emphasis added); *see also Critical Mass Energy Project v. NRC*, 975 F.2d 871 (D.C. Cir. 1992), *cert. denied*, 113 S. Ct. 1579 (1993).

⁵ *Critical Mass Energy Project v. NRC*, 975 F.2d 871, 873 (D.C. Cir. 1992), *cert. denied*, 113 S. Ct. 1579 (1993) (citing the Senate Committee Report).

likelihood of substantial competitive injury' is sufficient to bring commercial information within the realm of confidentiality."⁶ The Commission has recognized that disclosure of information relating to pricing, costs, business practices and methods and related information to competitors can cause competitive harm, and is thus competitively sensitive and subject to Exemption 4.⁷

6. Measures Taken to Prevent Unauthorized Disclosure. Verizon treats the documents and information subject to this request as highly confidential and subject to non-disclosure agreements, and does not publicly disclose this information. Verizon also limits the internal circulation of this information to only those with a need-to-know.
7. Public Availability and Previous Disclosure to Third Parties. The documents for which highly confidentiality is sought are not made available to the public and have not been disclosed to parties other than Flat. Documents disclosed to Flat have been subject to non-disclosure agreements.
8. Requested Duration of Nondisclosure. The enclosed information should never be released for public inspection, as it contains commercially sensitive, highly confidential information, the release of which could adversely affect Verizon's competitive position.

For the foregoing reasons, Verizon respectfully requests that the Commission withhold these documents and information from public inspection, subject to the safeguards of section 1.731 of the Rules.

Should you need additional information with regard to this request, please contact the undersigned at (202) 261-3483.

⁶ *Public Citizen Health Research Group*, 704 F.2d at 1291, quoting *Gulf & Western Industries v. U.S.*, 615 F.2d 527, 530 (D.C. Cir. 1979).

⁷ See, e.g., *Josh Wein, Warren Communications News, Request for Inspection of Records*, Memorandum Opinion and Order, 24 FCC Rcd 12347, 12352-53 (2009).

Sincerely,

A handwritten signature in black ink, appearing to read "Steven G. Bradbury". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Steven G. Bradbury

SGB
Enclosures

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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

_____)	
In the Matter of)	
)	
Flat Wireless, LLC, for and on behalf)	EB Docket No. 15-147
of its Operating Subsidiaries,)	File No. EB-15-MD-005
)	
Complainant,)	
)	
v.)	
)	
Cellco Partnership d/b/a Verizon Wireless,)	
and its Operating Subsidiaries,)	
)	
Defendant.)	
_____)	

VERIZON'S BEST AND FINAL OFFER

Pursuant to the Commission's September 6, 2016 Scheduling Order in this proceeding, Verizon makes the following best and final offer for voice and data roaming to Flat Wireless.

Verizon offers Flat Wireless [**BEGIN CONFIDENTIAL**]

_____ [**END CONFIDENTIAL**]

REDACTED

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In addition, in connection with Verizon's current best and final offer to Flat Wireless, Verizon is hereby updating the domestic roaming rate charts previously provided in this proceeding.¹ The updated rate charts are appended to this filing as Exhibits A and B.²

Respectfully submitted,



Christopher M. Miller
Tamara L. Preiss
Andre J. Lachance
VERIZON
1300 I Street, N.W.
Suite 400 West
Washington, D.C. 20005
(202) 515-2400

Steven G. Bradbury
Hrishikesh N. Hari
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1900 K Street, N.W.
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Counsel for Verizon

September 16, 2016

¹ See Verizon Answer at Tab F, Exhibits A-B, Response to Flat Wireless' Interrogatories (filed Sept. 15, 2015).

² See Exhibits A (per unit rates paid to Verizon and by Verizon in each of its existing roaming agreements for all Service Categories) and B (roaming rates associated with Verizon's LTE in Rural America ("LRA") agreements).

Exhibit A

CDMA Only Carriers

CDMA Only Carriers																
		VZW 3G Revenue Rates (Inbound on VZW)					VZW 3G COST RATES (Outbound on Roam Carrier)					Total Voice Volumes 2Q YTD 2016				
												VZW Revenue Volume (OUTCOLLECT)	VZW Cost Volume (INCOLLECT)	Voice	Data	Total
CARRIER ID	LRA Y/N	Voice Air	Dom Toll	1X DATA	EVDO DATA	SMS	Voice Air	Dom Toll	1X DATA	EVDO DATA	SMS	Voice Air Revenue MOU	Voice Air Cost MOU	VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$
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CDMA Carriers with LTE															Total Voice Volumes 2Q YTD 2016									
	VZW 3G Revenue Rates (Inbound on VZW)					VZW 4G Revenue Rates (Inbound on VZW)				VZW 3G COST RATES (Outbound on Roam Carrier)				VZW 4G COST RATES (Outbound on Roam Carrier)				VZW Revenue Volume (OUTCOLLECT)	VZW Cost Volume (INCOLLECT)	Voice	Data	Total		
																				VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$		
CARRIER ID	Voice Air	Dom Toll	1X DATA	EVDO DATA	SMS	VOLTE AIR per MOU	VOLTE Toll Per Mou	LTE DATA per MB	SMS - per MO	Voice Air	Dom Toll	1X DATA	EVDO DATA	SMS	VOLTE AIR per MOU	VOLTE Toll Per Mou	LTE DATA per MB	SMS - per MO	Voice Air Revenue MOU	Voice Air Cost MOU				
56																								
57																								

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GSM Agreements

	VZW Revenue Rates (Inbound on VZW)					VZW COST RATES (Outbound on Roam Carrier)					Voice	Data	Total
CARRIER ID	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$
58													
59													
60													
61													
62													
63													

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GSM Agreements

	VZW Revenue Rates (Inbound on VZW)					VZW COST RATES (Outbound on Roam Carrier)					Voice	Data	Total
CARRIER ID	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$
58													
59													
60													
61													
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63													

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GSM Agreements

	VZW Revenue Rates (Inbound on VZW)					VZW COST RATES (Outbound on Roam Carrier)					Voice	Data	Total
CARRIER ID	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	SMS- per MT	VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$
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[illegible][illegible][illegible]

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CDMA , LTE , GSM Carriers

CDMA , LTE , GSM Carriers			Total Voice Volumes 2Q YTD 2016				
	VZW 3G Revenue Rates (Inbound on VZW)*	VZW 3G COST RATES (Outbound on Roam Carrier)*	VZW Revenue Volume (OUTCOLLECT)	VZW Cost Volume (INCOLLECT)	Voice	Data	Total
CARRIER ID			Voice Air Revenue MOU	Voice Air Cost MOU	VZW NET PAYER OR NET RECEIVER (based on Total Voice \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total Data \$) Excl.LRA \$	VZW NET PAYER OR NET RECEIVER (based on Total \$) Excl.LRA \$
68*							
69*							

Carrier 6 CDMA only Rate Attachment

	VZW 3G Revenue Rates (Inbound on VZW)			VZW 3G COST RATES (Outbound on Roam Carrier)	
	1X DATA	EVDO DATA		1X DATA	EVDO DATA

--

Carrier 9 CDMA only Rate Attachment

	VZW 3G Revenue Rates (Inbound)	
	1X DATA	EVDO DATA

--

Carrier 47 CDMA only Rate Attachment

1. Voice Rates

<u>Verizon Wireless Serving Carrier</u>	Effective Date	Airtime Rate/Min	Domestic Toll Rate/Min

<u>Carrier 47 Serving Carrier</u>	Effective Date	Airtime Rate/Min	Toll Rate/Min

Carrier 48 CDMA only Rate Attachment

Voice Rates

Serving Carrier	Effective Date	Airtime Rate/Min	Domestic Toll Rate/Min

1xRTT Data Rates

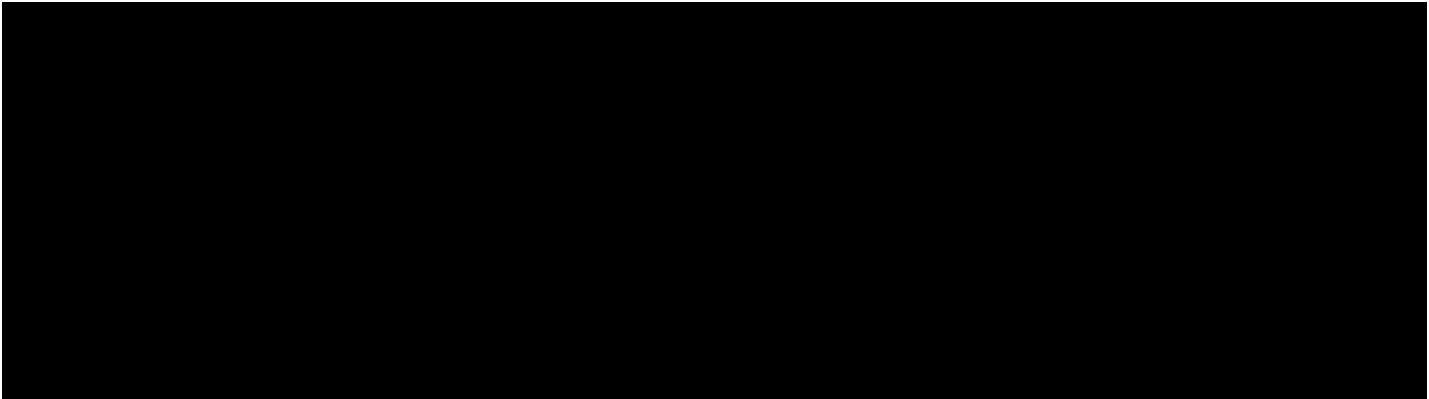
Serving Carrier	Effective Date	Contract Rate Per MB
Serving Carrier	Effective Date	Contract Rate Per MB

[illegible]

**Minimum Monthly
Revenue Commitment**

Carrier 50 CDMA only Rate Attachment

Agreement/ Amendment Signed Date		VZW 3G Revenue Rates (Inbound on VZW)			VZW 3G COST RATES (Outbound on Roam Carrier)	
		1X DATA	EVDO DATA		1X DATA	EVDO DATA
Apr-2016						



Carrier 56 CDMA w/ LTE Data Rate Attachment

[REDACTED]

Future Data Rates (1)(2)	
Monthly Volume Range (in 000's)	Cost Per MB
[REDACTED]	

Carrier 64 LTE only Data Rate Attachment

[REDACTED]

Data Rate summary:

Serving Carrier	LTE Data rate per MB
[REDACTED]	

[REDACTED]

REDACTED FOR PUBLIC INSPECTION

Carrier 68 CDMA, LTE, GSM Rate Attachment

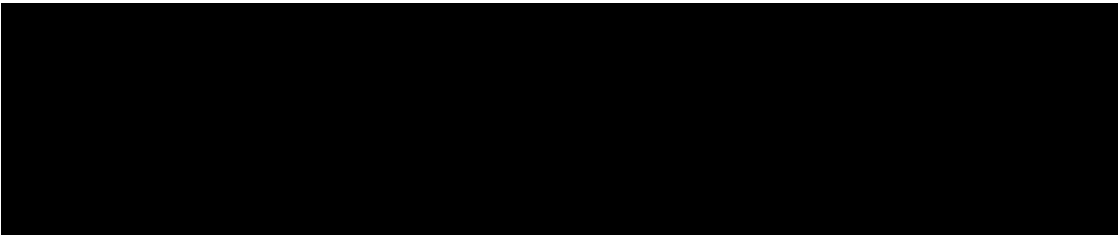
INTERCARRIER ROAMER SERVICE RATES

Carrier #68 as Serving Carrier

Period	Airtime-MOC per MOU	Airtime-MTC per MOU	Toll-MOC per MOU	Data per MB	Data Credit per MB	SMS-MO	SMS-MT
2016							
2017							
2018							
2019							
2020							
2021							
2022							
2023							
2024							
2025							

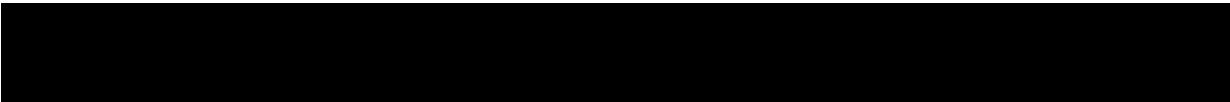
Verizon Wireless as Serving Carrier

Period	Airtime-MOC per MOU	Airtime-MTC per MOU	Toll-MOC per MOU	Data per MB	Data Credit per MB *	SMS-MO	SMS-MT
2016							
2017							
2018							
2019							
2020							
2021							
2022							
2023							
2024							
2025							



Overall Carrier #68 Roaming Agreement Summary

Term



Rates and Send or Pay Commitment



Commitment Schedule (\$M):				Annual Send or Pay Commitment					
Period #	Period Start Date	Period End Date		5 Year Out	6 Year Out	7 Year Out Exercised	8 Year Out Exercised	9 Year Out Exercised	10 Year Out
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									

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Carrier 69 CDMA, LTE, GSM Rate Attachment

		CDMA Revenue Rates (Inbound on VZW)				CDMA COST RATES (Outbound on Roam Carrier) *			
	LRA Y/N	Voice Air	Dom Toll	1X DATA	EVDO DATA	Voice Air	Dom Toll	1X DATA	EVDO DATA

		GSM & LTE Revenue Rates (Inbound on VZW)				GSM & LTE COST RATES (Outbound on Roam Carrier)*			
	LRA Y/N	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO	Voice Air per MOU	Dom Toll - Per MOU	DATA per MB	SMS - per MO

Exhibit B

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LRA Rates
As of End of 2Q 2016

	LRA Community of Interest Roaming Rate	LRA Nationwide LTE Roaming Rate	VZW LTE Roaming Rate
1			
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20			
21			

Michael J. Pocher
Michael J. Pocher

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of September, 2016 copies of the foregoing filing and declarations attached hereto were delivered by courier and via e-mail to the following individual:

Donald J. Evans
Fletcher, Heald & Hildreth, P.L.C.
1300 N. 17th Street,
Suite 1100
Arlington, VA 22209



Hrishikesh N. Hari